



**Illinois
Central
Gulf**

An **IC Industries** Company

Dennis N. Melin
Vice President
Financial Planning
and Treasurer

**Illinois Central
Gulf Railroad**
Two Illinois Center
233 North Michigan Avenue
Chicago, IL 60601
(312) 565 1600

January 23, 1980

0-042A068

Date **FEB 11 1980**

RECORDATION NO. 7060 Filed 1425

Fee \$ 10.00

FEB 11 1980 - 12 55 PM

ICC Washington, D. C.

INTERSTATE COMMERCE COMMISSION

Honorable Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20436

Re: Illinois Central Gulf Railroad Company Equipment Trust,
Series 5, dated as of May 1, 1973

Dear Ms. Mergenovich:

Enclosed for recording with the Interstate Commerce Commission is a Supplement dated as of December 3, 1979, to Illinois Central Gulf Railroad Company Equipment Trust, Series 5, which was recorded with the Commission on June 13, 1973, under Recordation No. 7060.

Also enclosed is a check for \$10.00 payable to the Interstate Commerce Commission to cover the recording fee.

The parties to this transaction are:

Trustee: Morgan Guaranty Trust Company of New York
30 West Broadway
New York, New York 10015

Lessee: Illinois Central Gulf Railroad Company
233 North Michigan Avenue
Chicago, Illinois 60601

The equipment covered by the Supplement is 79 new 70-ton Woodchip Hopper Cars bearing identification numbers ICG 867406-867484, both inclusive.

Upon completion of the recording, please deliver to the bearer of this letter all counterparts not required for retention in your files.

Yours very truly,

R. H. Hughes
Assistant to the Treasurer

cc: Mr. W. H. Sanders

Interstate Commerce Commission

Washington, D.C. 20423

2/11/80

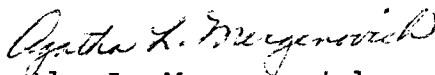
OFFICE OF THE SECRETARY

**R.H. Hughes
Illinois Central Gulf RR. Co.
233 North Michigan Avenue
Chicago, Illinois 60601**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **2/11/80** at **12:55pm**, and assigned re-recording number(s). **6844-J & 7060-I**

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. *7060-2* Filed 1425

FEB 11 1980 - 12 55 PM

SEVENTH

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated as of December 3, 1979

to

ILLINOIS CENTRAL GULF RAILROAD
EQUIPMENT TRUST AGREEMENT, SERIES 5
DATED AS OF MAY 1, 1973

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT, dated as of December 3, 1979 , by and between MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a corporation duly organized and existing under the laws of the State of New York (hereinafter called the Trustee), and ILLINOIS CENTRAL GULF RAILROAD COMPANY (as successor to Illinois Central Railroad Company), a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the Company):

WHEREAS, in accordance with the provisions of a certain Equipment Trust Agreement, dated as of May 1, 1973 , by and between the Trustee and the Company (hereinafter called the Agreement), certain railroad equipment (hereinafter called the Trust Equipment) has been transferred to the Trustee and the title thereto vested in the Trustee; and the Trust Equipment was leased by the Trustee to the Company for the term and the rental and upon the conditions therein provided, which said Agreement constitutes Illinois Central Gulf Equipment Trust, Series 5 ; and

WHEREAS, said Agreement provides that sums paid to the Trustee (a) under the third full paragraph of Section 3.4 of Article III of the Agreement, together with any deposited cash then held (b) under the second full paragraph of Section 4.9 of Article IV of the Agreement and (c) under the first full paragraph of Section 4.7 of Article IV of the Agreement shall be applied by the Trustee to the Purchase of other railroad equipment; and

WHEREAS, the Trustee now holds sums arising from one or more sources listed in the preceding WHEREAS clause and the Company desires to cause to be vested in the Trustee the title to additional railroad equipment (hereinafter called Additional Trust Equipment), approved by the Company as to its qualification as substitute Equipment, to be acquired with funds in possession of the Trustee as aforesaid;

NOW, THEREFORE, for and in consideration of the rents hereinafter provided for and the covenants herein contained, this Supplemental Equipment Trust Agreement WITNESSETH as follows:

ARTICLE I

The Company does hereby cause to be sold, assigned, transferred and set over unto the Trustee, as Trustee for the owners of Illinois Central Gulf Equipment Trust Certificates, Series 5 , the Additional Trust Equipment described in ARTICLE II hereof. The Company will deliver or cause to be delivered the said Additional Trust Equipment in accordance with the provisions of Section 3.1 of ARTICLE III of the said Agreement.

ARTICLE II

The Trustee, acting in pursuance of the aforesaid Agreement, has let and leased and does hereby let and lease to

The Company the following Additional Trust Equipment (first put into service after October 1, 1979) of Illinois Central Gulf Equipment Trust, Series 5 , to wit:

<u>Car Number</u>	<u>Description</u>	<u>Present Fair Value</u>
867406-867484, both inclusive	70-ton Woodchip Hopper Cars	\$3,574,750

Total 79

ARTICLE III

The equipment described in ARTICLE II replaces, in whole or in part, certain railroad equipment originally let and leased under the Agreement, which has been destroyed. Such equipment includes in addition to that previously deleted from the Trust, the cars set out in Schedule A, attached hereto.

ARTICLE IV

The Trustee and the Company covenant and agree that the lease of the Additional Trust Equipment as provided in ARTICLE II hereof shall be upon and subject to the terms and conditions of the said Agreement, and such Additional Trust Equipment shall be part of the Trust Equipment, subject to all the terms and conditions of the said Lease and of the said Agreement in all respects as though it had been part of the original Trust Equipment specifically described in the said Lease.

ARTICLE V

The Company, with all convenient speed, will cause this Supplemental Equipment Trust Agreement to be duly filed and recorded with the Interstate Commerce Commission in accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act and will promptly furnish to the Trustee evidence of such filing and recordation and an opinion of counsel for the Company with respect thereto satisfactory to the Trustee. The Company covenants and agrees to pay the expenses connected with the preparation, execution, recording, registration and filing hereof and of any instruments executed under the provisions hereof.

ARTICLE VI

This Agreement may be simultaneously executed in any number of counterparts, each of which, so executed, shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee and the Company have caused their names to be signed hereto and their respective corporate seals to be hereto affixed, duly attested, as of the day and year first above written.

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK



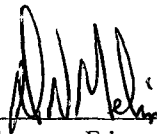
P. J. Crooks Trust Officer

ATTEST:



Assistant Secretary
Thomas R. Bowen

ILLINOIS CENTRAL GULF RAILROAD COMPANY



Vice President-Financial Planning
and Treasurer

ATTEST:



Assistant Secretary

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this *30th* day of *January*, 19*80*, before me personally appeared *P. J. Crooks* to me personally known, who, being duly sworn, says that he is a **TRUST OFFICER** of Morgan Guaranty Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of the Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

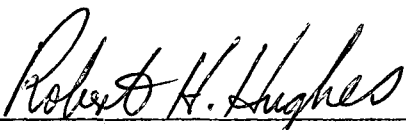
Sue Scalcione

Notary Public

SUE SCALCIONE
NOTARY PUBLIC, State of New York
No. 31-4649545
Qualified in New York County
Commission Expires March 30, 1981

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 3rd day of December , 1979 , before me, personally appeared DENNIS N. MELIN, to me personally known, who, being by me duly sworn, says that he is Vice President-Financial Planning and Treasurer of Illinois Central Gulf Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission expires 11-23-80

ILLINOIS CENT. GULF EQUIP. TRUST, 5
CARS TO BE DELETED FROM TRUST
SCHEDULE A

CAR NUMBER	FAIR VALUE	DESCRIPTION
221010	\$ 4,434	50-TCN ECX CARS
232027	5,387	
232043	✓	
232059	5,409	
232061	✓	
232065	✓	
232068	✓	
232073	5,432	
232075	✓	
232086	✓	
232092	✓	
232094	✓	
232102	5,455	
232104	✓	
232109	✓	
232511	5,387	
232514	✓	
232517	✓	
232518	✓	
232522	✓	
232530	5,409	
232532	✓	
232534	✓	
232536	✓	
232538	✓	
232540	✓	
232542	✓	
232544	✓	
232549	✓	
232550	✓	
232551	✓	
232554	✓	
232562	5,432	
232564	✓	
232570	✓	
232573	✓	
232577	✓	
232584	5,455	
400240	6,020	
422073	5,590	
422083	✓	
427018	4,531	
427020	✓	
427029	4,549	
427034	4,568	
427035	✓	
427040	✓	
427045	5,658	
427046	✓	
427047	✓	
427048	✓	
427049	✓	
427051	✓	
427052	✓	
427054	✓	

CARS TO BE DELETED FROM TRUST
SCHEDULE A

CAR NUMBER	FAIR VALUE	DESCRIPTION
427056	\$ 5,681	50-TON BCX CARS
427057	✓	
427058	✓	
427059	✓	
427061	✓	
427062	✓	
427064	✓	
427065	✓	
427067	5,704	
427068	✓	
427071	✓	
427072	✓	
427075	✓	
427077	✓	
427516	5,590	
427519	✓	
427521	5,613	
427526	✓	
427527	✓	
427530	✓	
427533	5,636	
427535	✓	
427536	✓	
427538	5,658	
427541	✓	
427543	✓	
427548	✓	
427550	5,681	
427552	✓	
427556	✓	
427557	✓	
427558	✓	
427560	5,704	
427561	✓	
427563	✓	
427564	✓	
427566	✓	
427568	✓	
427569	✓	
427571	✓	
427573	✓	
436026	5,590	
450009	5,362	
450053	5,404	
45C069	✓	
45C075	✓	
45C302	5,340	
523001	5,430	
523002	✓	
523003	✓	
523004	✓	
523005	✓	
523006	✓	
523008	✓	
523009	✓	

ILLINOIS CENT. GULF EQUIP. TRUST, 5
CARS TO BE DELETED FROM TRUST
SCHEDULE A

CAR NUMBER	FAIR VALUE	DESCRIPTION
523010	\$ 5,930	50-TCN BCX CARS
523011	✓	
523012	✓	
523014	✓	
523016	✓	
523017	✓	
523018	✓	
523019	✓	
523020	✓	
523021	✓	
523022	✓	
523024	5,975	
523025	✓	
523026	✓	
523027	5,952	
523029	5,973	
523030	✓	
523031	✓	
523032	✓	
523033	✓	
523034	✓	
523035	✓	
523037	✓	
523038	✓	
523040	✓	
523041	✓	
523043	✓	
523045	✓	
523047	✓	
523049	✓	
523051	✓	
523052	✓	
523053	✓	
523056	✓	
523058	✓	
523059	✓	
523061	5,998	
523062	5,975	
523063	5,998	
523066	✓	
523068	✓	
523069	✓	
523071	✓	
523072	✓	
523074	✓	
523075	✓	
523076	✓	
523077	✓	
523079	✓	
523080	✓	
523081	✓	
523116	6,020	
523118	✓	
523120	✓	
523121	✓	

ILLINOIS CENT. GOLF EQUIP. TRUST, 5
CARS TO BE DELETED FROM TRUST
SCHEDULE A

CAR NUMBER	FAIR VALUE	DESCRIPTION
523122	\$ 6,020	50-TCN BCX CARS
523124	✓	
523125	✓	
523128	✓	
523131	✓	
523133	✓	
523134	✓	
523135	✓	
523140	✓	
523142	✓	
523145	✓	
523147	✓	
523148	6,043	
523151	6,066	
523152	✓	
523153	✓	
523156	✓	
523158	✓	
523160	✓	
523161	✓	
523163	✓	
523164	✓	
523166	✓	
523167	✓	
523168	✓	
523169	✓	
523171	✓	
523172	✓	
523173	✓	
523174	✓	
523175	✓	
523176	✓	
523179	✓	
523180	✓	
523181	✓	
523183	6,088	
523184	✓	
523185	✓	
523187	✓	
523188	✓	
523190	✓	
523191	✓	
523192	✓	
523195	✓	
523196	✓	
523198	✓	
523201	✓	
523202	✓	
523203	✓	
523204	✓	
523208	✓	
523211	✓	
523212	✓	
523213	✓	
523214	✓	

ILLINOIS CENT. GULF EQUIP. TRUST, 5
CARS TO BE DELETED FROM TRUST
SCHEDULE A

CAR NUMBER	FAIR VALUE	DESCRIPTION
523216	\$ 6,088	50-TON BOX CARS
523217	✓	
523219	✓	
523220	✓	
523221	✓	
523222	✓	
523223	✓	
523226	✓	
523228	✓	
523230	✓	
523231	6,133	
523233	✓	
523235	✓	
523236	✓	
523238	✓	
523239	✓	
523240	✓	
523241	✓	
523243	✓	
523244	✓	
523245	6,156	
523247	✓	
523248	✓	
523250	✓	
523252	✓	
523253	✓	
523255	✓	
523258	✓	
523260	✓	
523262	✓	
523263	✓	
523264	✓	
523265	✓	
523266	✓	
523269	✓	
523270	✓	
523271	✓	
523272	✓	
523273	✓	
523274	✓	
523275	✓	
523277	✓	
523278	✓	
523279	✓	
523280	✓	
523282	✓	
523284	6,179	
523285	✓	
523288	✓	
523291	✓	
523292	✓	
523294	✓	
523295	✓	
523298	✓	
523299	✓	

ILLINOIS CENT. GULF EQUIP. TRUST, 5
CARS TO BE DELETED FROM TRUST
SCHEDULE A

CAR NUMBER	FAIR VALUE	DESCRIPTION
523300	\$ 6,179	50-TCN BOX CARS
523301	✓	
523303	✓	
523305	✓	
523306	✓	
523307	✓	
523308	✓	
524101	5,930	
524102	✓	
524103	✓	
524105	✓	
524108	5,952	
524110	✓	
524114	✓	
524116	✓	
524118	✓	
524119	✓	
524120	✓	
524121	✓	
524122	✓	
524123	✓	
524127	5,975	
524129	✓	
524130	✓	
524134	✓	
524135	✓	
524136	✓	
524137	✓	
524138	✓	
524139	✓	
524140	✓	
524141	✓	
524143	✓	
524145	✓	
524146	✓	
524147	✓	
524149	5,998	
524150	✓	
524151	✓	
524152	✓	
524153	✓	
524154	✓	
524155	✓	
524157	✓	
524158	✓	
524162	✓	
524163	✓	
524165	✓	
524166	✓	
524182	6,020	
524183	✓	
524184	✓	
524185	✓	
524186	✓	
524187	✓	

ILLINOIS CENT. GULF EQUIP. TRUST, 5
CARS TO BE DELETED FROM TRUST
SCHEDULE A

CAR NUMBER	FAIR VALUE	DESCRIPTION
524190	\$6.020	50-TEN BCX CARS
524193	✓	
524195	✓	
524196	✓	
524198	✓	
524200	✓	
524201	✓	
524202	✓	
524204	✓	
524206	✓	
524208	✓	
524210	6,043	
524211	✓	
524212	✓	
524214	✓	
524216	✓	
524217	✓	
524218	✓	
524220	✓	
524221	6,066	
524222	✓	
524223	✓	
524224	✓	
524226	✓	
524231	✓	
524233	✓	
524234	✓	
524236	✓	
524239	✓	
524240	✓	
524242	✓	
524245	✓	
524246	✓	
524249	6,088	
524250	✓	
524253	✓	
524254	✓	
524258	✓	
524259	✓	
524260	✓	
524261	✓	
524262	✓	
524266	✓	
524267	✓	
524270	✓	
524273	✓	
524274	✓	
524276	✓	
524278	6,111	
524280	✓	
524284	✓	
524286	✓	
524288	✓	
524292	✓	
524294	6,133	

ILLINOIS CENT. GULF EQUIP. TRUST, 5
CARS TO BE DELETED FROM TRUST
SCHEDULE A

CAR NUMBER	FAIR VALUE	DESCRIPTION
524295	\$ 6,133	50-TON BOX CARS
524298	✓	
524300	✓	
524301	✓	
524302	✓	
524305	6,156	
524307	✓	
524308	✓	
524310	✓	
524311	✓	
524314	✓	
524315	✓	
524317	✓	
524319	✓	
524320	✓	
524321	✓	
524322	✓	
524323	✓	
524324	✓	
524326	✓	
524328	✓	
524330	✓	
524331	✓	
524332	✓	
524334	✓	
524335	✓	
524336	✓	
524337	✓	
524338	✓	
524340	✓	
524341	✓	
524342	✓	
524343	✓	
524346	✓	
524347	✓	
524348	✓	
524350	✓	
524351	✓	
524354	6,179	
524357	✓	
524358	✓	
524360	✓	
524365	✓	
524366	✓	
524367	✓	
524368	✓	
524370	✓	
524371	✓	
524373	✓	
524374	✓	
524375	✓	
524377	✓	
524380	✓	
524381	✓	
524383	✓	

ILLINOIS CENT. GULF EQUIP. TRUST, 5
CARS TO BE DELETED FROM TRUST
SCHEDULE A

CAR NUMBER	FAIR VALUE	DESCRIPTION
524384	\$6,201	50-TON BCX CARS
524385	✓	
524386	✓	
525017	5,481	
525019	✓	
525021	✓	
525023	✓	
525024	✓	
525027	✓	
525028	✓	
525029	✓	
525030	✓	
525032	5,503	
525034	✓	
525035	✓	
525036	5,524	
525038	✓	
525040	✓	
525042	✓	
525043	✓	
525044	✓	
525045	✓	
525049	5,546	
525051	✓	
525053	✓	
525054	✓	
525055	✓	
525056	✓	
525058	✓	
525059	✓	
525060	✓	
525061	5,567	
525062	✓	
525065	✓	
525070	5,589	
525074	✓	
525075	✓	
525078	✓	
525079	5,632	
525080	✓	
525081	✓	
525083	✓	
525084	✓	
525085	✓	
525086	✓	
525091	✓	
525092	5,654	
525095	✓	
525097	✓	
525098	✓	
525100	5,675	
525102	5,654	
525105	✓	
525106	✓	
525107	✓	

ILLINOIS CENT. GULF EQUIP. TRUST, 5
CARS TO BE DELETED FROM TRUST
SCHEDULE A

CAR NUMBER	FAIR VALUE	DESCRIPTION
525113	\$5,675	50-TON BOX CARS
525114	✓	
525118	✓	
525119	✓	
525120	✓	
525121	✓	
525122	✓	
525127	✓	
525131	✓	
525132	✓	
525134	✓	
525137	✓	
525139	✓	
525140	✓	
525141	✓	
525145	✓	
525147	✓	
525149	5,697	
525514	5,481	
525518	✓	
525520	✓	
525522	5,503	
525524	✓	
525525	5,524	
525527	✓	
525528	✓	
525530	✓	
525533	✓	
525537	5,546	
525538	✓	
525539	✓	
525540	✓	
525543	5,567	
525544	✓	
525545	5,589	
525546	✓	
525547	✓	
525548	✓	
525550	✓	
525551	✓	
525552	✓	
525554	5,610	
525555	✓	
525560	5,632	
525564	✓	
525565	✓	
525568	✓	
525570	✓	
525571	✓	
525572	5,654	
525575	5,632	
525578	✓	
525581	5,675	
525583	5,654	
525585	✓	

ILLINOIS CENT. GULF EQUIP. TRUST, 5
CARS TO BE DELETED FROM TRUST
SCHEDULE A

CAR NUMBER	FAIR VALUE	DESCRIPTION
525587	\$ 5,654	50-TON BOX CARS
525590	✓	
525591	✓	
525593	✓	
525594	5,675	
525596	✓	
525600	5,654	
525603	5,675	
525605	✓	
525607	✓	
525611	✓	
525613	✓	
525616	✓	
525617	✓	
525618	✓	
525619	✓	
525623	✓	
525624	✓	
525625	✓	
525626	✓	
525631	✓	
525633	✓	
525634	✓	
525635	✓	
525636	✓	
525637	✓	
525638	✓	
525643	5,697	
525646	✓	
525649	✓	
525694	6,156	
573904	5,952	
573910	5,975	
573915	5,998	
573918	6,020	
573920	✓	
573926	✓	
573933	✓	
573937	6,066	
573944	6,133	
573948	✓	
573953	6,156	
574000	5,952	
574002	5,975	
574003	✓	
574007	✓	
574010	5,998	
574014	6,020	
574018	6,066	
574026	6,088	
574028	6,156	
574031	6,179	
574111	✓	
574112	5,952	
574353	6,179	

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ILLINOIS CENT. GULF EQUIP. TRUST, 5
CARS TO BE DELETED FROM TRUST
SCHEDULE A

CAR NUMBER	FAIR VALUE	DESCRIPTION
575000	\$ 5,359	50-TON BOX CARS
575003	✓	
575006	✓	
575010	✓	

~~609~~ \$3,573,959 Total Amount